

735857

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

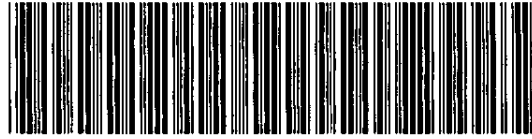
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900235345809

05/23/12--01015--019 #435.00

FILED
12 MAY 23 AM 10:52
TALLAHASSEE, FLORIDA
STATE

Handwritten signature

MAY 24 2012
C. MUSTAIN

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Central Florida Marine Corps Foundation, Inc.

DOCUMENT NUMBER: 735857

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Leonard R. Kravitz

(Name of Contact Person)

(Firm/ Company)

11922 Kipper Drive

(Address)

Orlando, FL 32827

(City/ State and Zip Code)

LKravitz@lrkassociates.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Leonard R. Kravitz

(Name of Contact Person)

at (407) 855-1814

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed) |
|---|--|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CENTRAL FLORIDA MARINE CORPS FOUNDATION, INC.
A FLORIDA NONPROFIT CORPORATION

FILED
12 MAY 23 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

Name

The name of the Corporation is **CENTRAL FLORIDA MARINE CORPS FOUNDATION, INC.**

ARTICLE TWO

Principal Office and Address

The address of the principal office of the corporation is 11922 Kipper Dr., Orlando, FL 32827, and the mailing address of the corporation is 11922 Kipper Dr., Orlando, FL 32827.

ARTICLE THREE

Duration

The term of existence of the Corporation is perpetual; and the corporate existence will commence on the filing of these articles by the State of Florida.

ARTICLE FOUR

Purposes

The Corporation is organized for several charitable, educational, or scientific purposes, including:

A. To promote the social welfare of the military community (that is, to promote in some way the common good and general welfare of current and former members of the U.S. Marine Corps and their families and also current and former members of the other U.S. Armed Forces and their families.).

B. To assist disabled and needy war veterans and members of the U.S. Marine Corps or other U.S. Armed Forces and their dependents, and the widows and orphans of deceased veterans.

C. To provide entertainment, care, and assistance to hospitalized veterans or members of the U.S. Marine Corps or other U.S. Armed Forces.

D. To carry-on programs to perpetuate the memory of deceased veterans and members of the U.S. Marine Corps or other U.S. Armed Forces, and to comfort their survivors.

E. To conduct programs for charitable, scientific, literary, or educational purposes.

F. To sponsor or participate in activities of a patriotic nature.

G. To provide social and recreational activities for its members.

All purposes of the Corporation are limited exclusively to those purposes as come within the meaning of and comply with **Section 501(c)(19) of the Internal Revenue Code of 1986** as amended (the "Code").

ARTICLE FIVE

Powers

The Corporation has all powers prescribed by law and all powers necessary and incidental to the fulfillment of its purpose.

ARTICLE SIX

Restrictions and Dissolution

A. No part of the net earnings of the Corporation shall inure directly to the benefit of, or be directly distributed to, its members, members of the Board of Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered or, in accord with the Corporation's purposes as stated herein or in its Bylaws, issue Scholarships to qualified Students, whether members or non-members, and the Corporation may host Events which correlate to the Corporation's purposes and which may be attended by members of the Corporation without additional charge.

B. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt under Section 501(c)(19) of the Code; or (b) by a corporation, contributions to which are deductible under Section 170 of the Code.

C. On the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for the purposes stated herein and that has established its tax exempt status under Section 501(c)(19) of the Code.

D. In the event that the Corporation shall become a "private foundation" within the meaning of Section 509 of the Code, the Corporation's income for each taxable year shall be distributed at such time and in such manner as not to subject it to tax under Section 4942 of the Code, and the Corporation shall be prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code, from making any investments in such manner as to subject this Corporation

to tax under Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code, and in all sections of the Code.

ARTICLE SEVEN

Directors

The directors of the Corporation shall be at least three (3) in number, elected and appointed as may be provided otherwise in the Corporation's Bylaws. The current Directors are

Perry R. Dunn 14532 Gainesborough Dr., Orlando, FL 32826

Paul E. Hanover 1231 St Albans Loop, Lake Mary, FL 32746

Len Kravitz 11922 Kipper Dr., Orlando, FL 32827

ARTICLE EIGHT

Registered Office and Agent

The registered office of the Corporation shall be located at 11922 Kipper Dr., Orlando, FL 32827. The current registered agent of the Corporation at that address is Len Kravitz.

ARTICLE NINE

Membership

Qualification for Membership in the Organization shall be as provided in the Organization's By-Laws and in conformity with the requirements of Section 501(c)(19) of the Code.

ARTICLE TEN

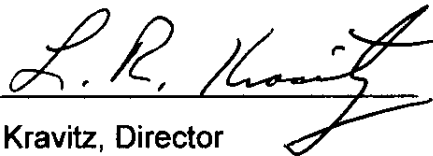
Approval of Articles and Amendment

These Amended and Restated Articles have been approved and ratified by the consent of the Board of Directors and a vote of the Membership of the Organization. These Articles may be amended by a majority vote of the Board of Directors.

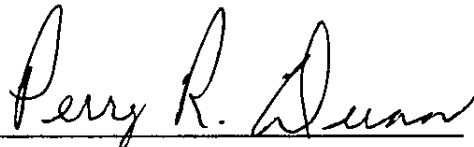
IN WITNESS WHEREOF, we have subscribed our names this 19th day of April 2012.



Paul E. Hanover, Director



Len Kravitz, Director



Perry R. Dunn, Director

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Amended and Restated Articles of Incorporation of **CENTRAL FLORIDA MARINE CORPS FOUNDATION, INC**, as the registered agent of this a Florida nonprofit corporation, hereby consents to accept service of process for the above stated company at the place designated in the Amended and Restated Articles of Incorporation, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes related to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.

Executed this 19th day of April, 2012.


Name: Len Kravitz
Registered Agent

Articles of Amendment
to
Articles of Incorporation
of

Central Florida Marine Corps Foundation, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

735857

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

_____ The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address **MUST BE A STREET ADDRESS**)

FILED
12 MAY 23 AM 10:52
SECRET
TALLAHASSEE FLORIDA

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

(Florida street address)

New Registered Office Address:

_____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

| | | |
|-----------------|-----------|--------------------|
| <u>X</u> Change | <u>PT</u> | <u>John Doe</u> |
| <u>X</u> Remove | <u>V</u> | <u>Mike Jones</u> |
| <u>X</u> Add | <u>SV</u> | <u>Sally Smith</u> |

| <u>Type of Action</u> (Check One) | <u>Title</u> | <u>Name</u> | <u>Address</u> |
|---|--------------|-------------|-------------------------|
| 1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | _____ | _____ _____ _____ |
| 2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | _____ | _____ _____ _____ |
| 3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | _____ | _____ _____ _____ |
| 4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | _____ | _____ _____ _____ |
| 5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | _____ | _____ _____ _____ |
| 6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | _____ | _____ _____ _____ |

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

**See attached "Amended and Restated Articles of Incorporation
of Central Florida Marine Corps Foundation Inc., a Florida Non Profit Corporation"**

The date of each amendment(s) adoption: April 19, 2012

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 17 May 2012

Signature Perry R. Dunn

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Perry Dunn

(Typed or printed name of person signing)

EXECUTIVE CHAIRMAN - PRESIDENT

(Title of person signing)